

# **EXHIBIT H**

July 10, 2007

**VIA FACSIMILE  
AND OVERNIGHT COURIER**

GigaBeam Corporation  
470 Springpark Place, Suite 900  
Herndon, VA 20170  
Facsimile: (571) 283-6203  
Attention: General Counsel

cc: Board of Directors

**Re: Notice of Redemption**

Ladies and Gentlemen:

Reference is hereby made to the shares of Series B Convertible Preferred Stock, par value \$0.001 per share ("Preferred Stock"), of GigaBeam Corporation (the "Company") issued November 7, 2005 to Portside Growth and Opportunity Fund ("Portside"), as successor in interest to Omicron Master Trust, pursuant to the Securities Purchase Agreement, dated as of November 7, 2005, by and among the Company, Portside, as a purchaser, and the other purchasers named therein (the "Securities Purchase Agreement"). The terms of the Preferred Stock are set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock (the "Series B Certificate of Designation"). Capitalized terms used but not defined herein have the meanings given to those terms in the Series B Certificate of Designation.

On April 25, 2007, the Company notified Portside that the effectiveness of the Conversion Shares Registration Statement had been suspended by the Securities and Exchange Commission. To our knowledge, such suspension is still in effect as of the date hereof.

Under Section 9(a)(ii) of the Series B Certificate of Designation, a Triggering Event occurs if

during the Effectiveness Period, the effectiveness of the Conversion Shares Registration Statement lapses for any reason for more than an aggregate of 60 calendar days (which need not be consecutive days) during any 12 month period,

or the Holder shall not be permitted to resell Registrable Securities under the Conversion Shares Registration Statement for more than an aggregate of 60 calendar days (which need not be consecutive days) during any 12 month period.

The suspension of the effectiveness of the Conversion Shares Registration Statement for more than 60 calendar days during the previous three months constitutes a Triggering Event. Accordingly, Portside is hereby delivering this notice of redemption, as permitted under Section 9(b) of the Series B Certificate of Designation, to provide notice to the Company that Portside is hereby requiring the Company to redeem all of the Preferred Stock held by Portside for a redemption price, in shares of Common Stock, equal to a number of shares of Common Stock equal to the Triggering Redemption Amount divided by 75% of the average of the 10 VWAPs immediately prior to the date hereof.

The Triggering Redemption Amount for each share of Preferred Stock shall be equal to the sum of (i) 130% of the Stated Value, (ii) all accrued but unpaid dividends thereon and (iii) all liquidated damages and other amounts due in respect of the Preferred Stock. For the avoidance of doubt, the Triggering Redemption Amount shall be based on, as of the date of actual payment by the Company, any additional unpaid dividends and late charges that have accrued from the date hereof through such actual payment date.

As of the date hereof, the aggregate Triggering Redemption Amount for the 342 shares of Preferred Stock held by Portside is \$451,486.26, entitling Portside to receive 166,532 shares of Common Stock. If such shares are not issued to Portside within five Trading Days of the date hereof, the Triggering Redemption Amount shall, pursuant to Section 9(b) of the Series B Certificate of Designation, accrue interest at a rate of 18% per annum (or such lesser amount permitted by applicable law) until the Triggering Redemption Amount, plus all such interest thereon, is paid in full.

*The Company is hereby instructed to send immediately the certificates representing the shares of Common Stock to Portside's prime broker set forth in Exhibit A to this letter. Also please fax a copy of the certificates to Portside at (212) 201-4802, Attn: Jeff Smith.*

We hereby reserve all rights available to us under the Series B Certificate of Designation, the Securities Purchase Agreement and any other document entered into in connection with the foregoing.

Sincerely,

PORTSIDE GROWTH AND OPPORTUNITY FUND

By: 

Jeffrey C. Smith

Authorized Signatory



**PORTSIDE GROWTH AND OPPORTUNITY FUND**

EXHIBIT A

**Prime Broker for Delivery of Common Stock**

David Larrauri  
Account Manager  
Prime Brokerage  
Global Equity Finance  
CITIGROUP GLOBAL MARKETS INC.  
390 Greenwich Street, 3rd Floor  
New York, New York 10013  
P: 212.723.5902  
F: 212.723.8737  
david.larrauri@citigroup.com

# **EXHIBIT I**



**PORTSIDE GROWTH AND OPPORTUNITY FUND**

July 18, 2007

**VIA FACSIMILE  
AND OVERNIGHT COURIER**

GigaBeam Corporation  
470 Springpark Place, Suite 900  
Herndon, VA 20170  
Facsimile: (571) 283-6203  
Attention: General Counsel

cc: Board of Directors

**Re: Correction to Notice of Redemption**

Ladies and Gentlemen:

Reference is hereby made to the shares of Series B Convertible Preferred Stock, par value \$0.001 per share ("Preferred Stock"), of GigaBeam Corporation (the "Company") issued November 7, 2005 to Portside Growth and Opportunity Fund ("Portside"), as successor in interest to Omicron Master Trust, pursuant to (i) the Securities Purchase Agreement, dated as of November 7, 2005, by and among the Company, Portside, as a purchaser, and the other purchasers named therein (the "Securities Purchase Agreement") and (ii) the Registration Rights Agreement, dated as of November 7, 2005, by and among the Company, Portside, as a purchaser, and the other purchasers named therein (the "Registration Rights Agreement"). The terms of the Preferred Stock are set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock (the "Series B Certificate of Designation"). Capitalized terms used but not defined herein have the meanings given to those terms in the Series B Certificate of Designation.

**Correction to Notice of Redemption**

On April 25, 2007, the Company notified Portside that the effectiveness of the Conversion Shares Registration Statement had been suspended by the Securities and Exchange Commission. To our knowledge, such suspension is still in effect as of the date hereof.



## **PORTSIDE GROWTH AND OPPORTUNITY FUND**

Under Section 9(a)(ii) of the Series B Certificate of Designation, a Triggering Event occurs if

during the Effectiveness Period, the effectiveness of the Conversion Shares Registration Statement lapses for any reason for more than an aggregate of 60 calendar days (which need not be consecutive days) during any 12 month period, or the Holder shall not be permitted to resell Registrable Securities under the Conversion Shares Registration Statement for more than an aggregate of 60 calendar days (which need not be consecutive days) during any 12 month period.

The suspension of the effectiveness of the Conversion Shares Registration Statement for more than 60 calendar days during the previous three months constitutes a Triggering Event. Accordingly, on July 10, 2007, Portside delivered a notice of redemption (the "July 10 Notice") to the Company, as permitted under Section 9(b) of the Series B Certificate of Designation, to provide notice to the Company that Portside was requiring the Company to redeem all of the Preferred Stock held by Portside for a redemption price, in shares of Common Stock, equal to a number of shares of Common Stock equal to the Triggering Redemption Amount divided by 75% of the average of the 10 VWAPs immediately prior to the date of such notice.

The number of shares of Common Stock to which Portside was entitled, as of July 10, 2007, in exchange for the 342 shares of Preferred Stock held by Portside was miscalculated in the July 10 Notice. Rather than 166,532 shares of Common Stock, as of July 10, 2007, Portside was entitled to receive 222,043 shares of Common Stock. Including accrued dividends since that date, as of the date hereof, Portside is entitled to receive 222,057 shares of Common Stock. Note, however, that the Triggering Redemption Amount, and thus the number of shares of Common Stock that Portside is entitled to receive, shall be based on, as of the date of actual payment by the Company, any additional unpaid dividends and late charges that have accrued from the date hereof through the actual payment date. If such shares are not issued to Portside within five Trading Days of the date hereof, the Triggering Redemption Amount shall, pursuant to Section 9(b) of the Series B Certificate of Designation, accrue interest at a rate of 18% per annum (or such lesser amount permitted by applicable law) until the Triggering Redemption Amount, plus all such interest thereon, is paid in full.

### **Amounts due under Registration Rights Agreement**

Under Section 2(b) of the Registration Rights Agreement, if

(iv) after the Effectiveness Date, a Registration Statement ceases for any reason to remain continuously effective as to all Registrable Securities for which it is required to be effective, or the Holders are not permitted to utilize the Prospectus therein to resell such Registrable Securities for 20 consecutive calendar days but no more than an aggregate of 30 calendar days during any 12-month period (which need not be consecutive Trading Days) (any such failure or breach being referred to as an "Event"), and for purposes of ... clause (iv) the date on which

**PORTSIDE GROWTH AND OPPORTUNITY FUND**

such 20 or 30 calendar day period, as applicable, is exceeded being referred to as "Event Date"), then in addition to any other rights the Holders may have hereunder or under applicable law, on each such Event Date and on each monthly anniversary of each such Event Date (if the applicable Event shall not have been cured by such date) until the applicable Event is cured, the Company shall pay to each Holder an amount in cash, as partial liquidated damages and not as a penalty, equal to 2% of the aggregate purchase price paid by such Holder pursuant to the Purchase Agreement for any Registrable Securities then held by such Holder.... If the Company fails to pay any partial liquidated damages pursuant to this Section in full within seven days after the date payable, the Company will pay interest thereon at a rate of 18% per annum (or such lesser maximum amount that is permitted to be paid by applicable law) to the Holder, accruing daily from the date such partial liquidated damages are due until such amounts, plus all such interest thereon, are paid in full. The partial liquidated damages pursuant to the terms hereof shall apply on a daily pro-rata basis for any portion of a month prior to the cure of an Event.

Portside is entitled to such liquidated damages based on the Triggering Event described above and has not received any such amounts as of the date hereof. The applicable amount due to Portside as of the date hereof is \$23,299.36 (the "Registration Default Payment Amount"). For the avoidance of doubt, the Registration Default Payment Amount shall be based on, as of the date of actual payment by the Company, any additional liquidated damages and late charges that have accrued from the date hereof through such actual payment date.

*The Company is hereby instructed to send immediately (i) the certificates representing the shares of Common Stock to Portside's prime broker set forth in Exhibit A to this letter and (ii) by wire the Registration Default Payment Amount to the bank account set forth in Exhibit B to this letter. Also please fax a copy of the certificates to Portside at (212) 201-4802, Attn: Jeff Smith.*

We hereby reserve all rights available to us under the Series B Certificate of Designation, the Securities Purchase Agreement, the Registration Rights Agreement and any other document entered into in connection with the foregoing.

Sincerely,

PORTSIDE GROWTH AND OPPORTUNITY FUND

By: \_\_\_\_\_

Jeffrey C. Smith

Authorized Signatory





**PORTSIDE GROWTH AND OPPORTUNITY FUND**

EXHIBIT A

**Prime Broker for Delivery of Common Stock**

David Larrauri  
Account Manager  
Prime Brokerage  
Global Equity Finance  
CITIGROUP GLOBAL MARKETS INC.  
390 Greenwich Street, 3rd Floor  
New York, New York 10013  
P: 212.723.5902  
F: 212.723.8737  
david.larrauri@citigroup.com

EXHIBIT B

**Bank Account for payment of Registration Default Payment Amount**

JP Morgan Chase  
1 Chase Manhattan Plaza  
New York, NY 10081  
ABA #: 021-000-021  
FBO Citigroup Global Markets Inc. Prime Brokerage  
Account #: 066-645-646  
FFC: Portside Growth & Opportunity Fund  
A/C # 522-39607-2-4